

**Atlantic Broadcasting of Linwood NJ, Limited Liability Company**

**CERTIFICATE OF SECRETARY**

The undersigned is the Secretary for the Board of Managers (the "Board") of Atlantic Broadcasting of Linwood NJ, Limited Liability Company (the "Company"), a New Jersey limited liability company. I hereby certify that on December 10, 2010, the following resolutions were duly adopted and approved by the Board of the Company at a duly called and properly noticed meeting, at which a quorum was present telephonically, and were recorded in the minute books of the Company, and they have not been modified or rescinded and are still in full force and effect on the date hereof:

RESOLVED, that in the judgment of the Board, it is desirable and in the best interests of the Company, its creditors and employees and other interested parties to file a voluntary petition for relief under the provisions of chapter 11 of title 11, United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the District of New Jersey; and

FURTHER RESOLVED, that John Caracciolo, Chief Executive Officer, and Paul R. Homer, Vice President, of the Company are hereby authorized and empowered to execute on behalf of, and in the name of, the Company a voluntary petition for relief under chapter 11 of the Bankruptcy Code and to cause appropriate documents to be filed in the United States Bankruptcy Court for the District of New Jersey, and any affidavits, forms, schedules, lists, applications or any other pleadings or documents which are necessary or appropriate to file the voluntary petition; and

FURTHER RESOLVED, that the officers of the Company be, and hereby are, authorized and empowered to execute on behalf of, and in the name of, the Company any and all plans of reorganization under chapter 11 of the Bankruptcy Code, including any and all modifications, supplements, and amendments thereto, and to cause the same to be filed in the United States Bankruptcy Court for the District of New Jersey at such time as said authorized officer executing the same shall determine; and

FURTHER RESOLVED, that in connection with the commencement of the chapter 11 case by the Company, the

officers of the Company be and hereby are, authorized and empowered on behalf of, and in the name of, the Company to execute and file all first-day pleadings and related documents on such terms and conditions as such officer or officers executing the same may consider necessary, proper or desirable, such determination to be conclusively evidenced by such execution or the taking of such action, and to consummate the transactions contemplated by such agreements or instruments on behalf of the Company; and

FURTHER RESOLVED, that the law firm of Fox Rothschild LLP, is hereby employed as reorganization counsel for the Company upon such terms and conditions as the officers and the Company shall approve, to render legal services to, and to represent, the Company in connection with the chapter 11 case, subject to Bankruptcy Court approval; and

FURTHER RESOLVED, that the undersigned officers of the Company are hereby authorized to employ and retain on behalf of the Company such other professionals as they deem necessary or appropriate, to provide services to the Company in connection with the chapter 11 case and with respect to other related matters, with a view to the successful prosecution of such case; and

FURTHER RESOLVED, that the officers of the Company are authorized and directed to take any and all further action, and to execute and deliver in the name of and on behalf of the Company any and all such other and further instruments and documents and to pay all such expenses (subject to Bankruptcy Court approval), where necessary or appropriate in order to carry out fully the intent and accomplish the purposes of the resolutions adopted herein; and

FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken by the officers of the Company to file the voluntary petition for relief under chapter 11 of the Bankruptcy Code or in any other connection with the chapter 11 case of the Company, or any matter related thereto, or by virtue of these resolutions be, and hereby are, in all respects ratified, confirmed and approved.

IN WITNESS THEREOF, I hereto set my hand this 10<sup>th</sup> day of December, 2010

ATLANTIC BROADCASTING OF LINWOOD  
NJ, LIMITED LIABILITY COMPANY

By: Paul R. Homer  
Paul R. Homer, Secretary